

## **By-Laws**

### **Capital Chapter of the Association of Legal Administrators**

#### **ARTICLE I.**

##### **Name and Office**

Section 1. The name of the organization shall be the Capital Chapter of the Association of Legal Administrators ("Chapter"). It is a nonprofit membership corporation incorporated in the District of Columbia.

Section 2. Offices. The principal office of the Chapter will be in Washington, D.C., unless changed by action of the Executive Committee.

Section 3. Other Offices. Branch or subordinate offices may at any time be established by the Executive Committee.

#### **ARTICLE II.**

##### **Purposes and Restrictions**

The purposes of the Chapter are:

To promote the exchange of information regarding the administrative and management problems peculiar to legal organizations, including private law offices, corporate legal departments, government legal and judicial organizations and public service legal groups; to educate representatives of legal organizations regarding the value and availability of professional administrators and to consider standards of qualifications for such administrators; to develop continuing education programs and to participate in any other way in the advancement of legal administration. To support the goals and programs of the Association of Legal Administrators where consistent with the goals and purposes of the Chapter.

The Chapter (a) will not permit the exchange of prospective pricing information or other economic data which might appear to violate antitrust regulations; (b) will not sponsor, endorse or contribute financially to any political candidate for federal, state, or local elective office, and (c) will be non-partisan and no part of its activities will be devoted to influencing legislation nor will it lobby for the passage of any legislation. However, the Chapter may conduct educational meetings and produce educational literature to inform members and others about relevant legislation directly related to our profession.

Restrictions:

All policies and activities of the Chapter shall be consistent with:

- a. applicable federal, state and local antitrust, trade regulation or other legal requirements; and
- b. applicable tax-exemption requirements including the requirements that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

#### **ARTICLE III.**

##### **Membership: Criteria and Classes**

Membership in the Chapter shall be comprised primarily of individuals engaged on a full-time basis in the management of legal organizations or as a consultant supporting legal organizations, as defined below, and shall consist of Regular and Associate Members as defined and provided for in these bylaws. Membership in the Chapter is not open to Business Partners who are engaged by legal and/or legal consultant organizations.

Section 1. Regular Members. Regular membership in the Chapter is limited to:

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A. Legal administrators, regardless of the title by which that individual is recognized within his or her organization, engaged in the management of a legal organization. "Legal administrators" are persons who (i) exercise management responsibilities on a full-time basis or, if not full-time, devote at least 75% of their working time to performing the management responsibilities of their position; (ii) manage others or manage an important function that renders high-level technical or other specialized services to the organization; (iii) occupy a position that involves the exercise of independent judgment without close daily supervision; and (iv) are employed in a position that is or is eligible to be classified as exempt, by one or more "legal organizations" - such as a private law firm, legal service clinic, corporate legal department, college or university legal department, governmental legal agency, court system, charitable legal agency, or some other organization that is primarily engaged in the practice of law. Eligible persons may perform all relevant management duties personally or, in the case of the delegation of such duties to subordinate staff or the contracting of any such duties to third parties, must retain responsibility for those duties.

In general, a "legal administrator" is either (i) the principal administrator in the organization, (ii) the administrator/manager of a branch office of the organization, or (iii) someone who reports directly to the principal administrator or branch administrator and has responsibility for one or more of the organization's major functional management or administrative areas such as: General Management; Financial Management; Human Resources Management; Systems Management; Facilities Management; Marketing or Business Development Management; Practice Management; Management of Training and Development Activities; Staff Supervision and Management; and Management of Lawyer Recruiting activities.

B. Practicing lawyers who have the principal lawyer executive management responsibility in their legal organization and who devote no less than 75% of their working time to that responsibility and function. Individuals potentially meeting this criteria would include the managing partner of a private law firm or the chair of a law firm executive committee; the General Counsel in a corporate legal department; and the head of a governmental agency legal department such as a state Deputy Attorney General with agency administration responsibilities.

C. Unemployed legal administrators who are not serving as business partners and who have met the criteria for Regular membership are eligible to continue as Regular Members until expiration of a 180-day period measured from the date on which they are no longer employed as legal administrators. After the expiration of the 180-day period, unemployed legal administrators are eligible to continue as Associate Members and to renew as Associate Members (other eligibility requirements of Associate membership notwithstanding), provided such legal administrators are not serving as business partners and are actively seeking employment as a legal administrator and/or legal consultant.

D. Individuals who have been designated as "Life Members" by the Chapter Board of Directors. Life Members are those individuals who are a Past President of the Chapter. Life Members have all the rights and privileges of Regular membership, but they are not required to pay dues. Those Life Members who are no longer employed as legal administrators and do not meet the criteria for Regular membership may not hold elective or appointive office but may serve as members of committees.

E. Consultants to the Legal Industry. A consultant is defined as an individual who does not provide goods, furniture, equipment, supplies, materials, software, technology, insurance, or legal industry services directly or through his/her company; or causes to be provided through a workforce of employees, or is employed by such an entity; unless the individual meets one or more of the following criteria:

- 1) an individual who is a recognized subject-matter expert within the legal community;
- 2) an individual whose primary service generally involves the sale of intellectual property, expert advice, coaching or assessment to legal organizations and who engages with multiple and changing clients;
- 3) an individual who performs ongoing day-to-day administrative functions for one or more companies or firms which would otherwise qualify the individual for Regular ALA membership despite who employs them, including a business partner;

4) an individual who is self-employed as a contractor or operating a self-owned business and performing day-to-day administrative roles for one or more companies or firms, which would otherwise render the person eligible for Regular ALA membership if an employer/employee relationship existed.

A consultant membership is bestowed upon an individual, not a company, and employees of business partner eligible companies are not considered consultants and are not eligible for consultant membership, unless: a) the individual is performing day-to-day administrative functions at a remote or third party location; or b) the individual is employed as a legal administrator in the corporate legal department of the business organization.

F. For purposes of membership eligibility, a business partner is generally an individual (or member of an organization) whose primary function is to market or sell products and/or services to members of the legal community.

G. Regular Members have all the rights and privileges of membership, including (except as provided in Article III(I)D., above) the right to hold elective or appointive office

Section 2. Associate Members. Associate membership in the Chapter shall be available to those individuals who are interested in legal administration and management, who do not meet the criteria for Regular membership, and who are either:

A. Practicing lawyers with an interest in law firm administration and management;

B. Individuals engaged in an ongoing employment-type relationship that involves providing continuing management services of the types described in Article III(I)A., above;

C. Retired Regular Members of the chapter who are not otherwise employed;

D. Unemployed legal administrators who have exhausted their eligibility for Regular membership but meet the requirements of Associate membership under Article III(I)C., above;

E. Teachers of business, organizational management, law or law-related disciplines at institutions of higher learning, as well as deans with administrative and management responsibilities at such institutions;

F. Any part or full time student enrolled in any degree program at an accredited institution of higher or post-secondary learning, and who is not employed in a full-time exempt position, will be eligible for ALA student membership at the current student rate and for a maximum term of four years at which time membership status may be reviewed for continuation;

G. Bar association executives with management responsibilities of the type described in Article III(I)A., above; or

H. Other individuals not specifically excluded from membership who have and demonstrate an interest in the management of law firms and other legal organizations, and who do not qualify for Regular membership in the Chapter.

I. Associate Members may hold elective or appointive office in the Chapter. Other policies governing the participation of Associate Members in the Chapter, as well as the nature and extent of benefits accruing to Associate Members, shall be determined from time to time by the Chapter Board of Directors.

#### **ARTICLE IV.**

#### **Membership: Application, Removal, Chapter Standards**

*Amended March 10, 2017*

Section 1. Individuals meeting the criteria for membership in any class may join the Chapter by making application and paying such dues as the Executive Committee may, from time to time, determine.

Section 2. Members of any classification may be automatically removed from membership (a) if they no longer meet the criteria for membership established by the bylaws, and/or (b) for non-payment of dues within the time frames for such payment as are from time to time established. Members may also be removed for other cause, including but not limited to conviction of embezzlement, theft or other crime, upon a two-thirds vote of the Executive Committee present at any meeting of the Executive Committee. A vote on removal for cause shall occur only after the member who is the subject of consideration has been advised of the pending action and has been given reasonable opportunity for explanation and/or defense.

Section 3. All members of the Chapter must be members of the international Association of Legal Administrators.

Section 4. Membership in the Chapter is individual and neither assignable nor transferable.

## **ARTICLE V.**

### **Executive Committee**

Section 1. Management and Control. The management and control of the Chapter and its affairs will be vested in an Executive Committee ("Committee").

Section 2. Members of Committee. The Committee will consist of the President, President-Elect, Secretary, Secretary-Elect, Treasurer, Treasurer-Elect, Vice President of Community Services, Vice President-Elect of Community Services, Vice President of Business Partner Advisory, Vice President-Elect of Business Partner Advisory and Immediate Past President. Following his/her election at the Annual Meeting, the incoming President-Elect will become a non-voting member of the Executive Committee until they are officially installed as President-Elect on April 1st of the following year. All Committee members will serve without pay.

Section 3. Election and Term of Office. All Committee members will be elected or appointed in accordance with Article VI.

Section 4. Resignation of Committee Member. Any Committee member may resign at any time by giving written notice of resignation to the Secretary. Such resignation will take effect at the time specified therein, or if such time is not so specified, immediately upon its receipt by the Secretary. Any Committee member must resign if membership criteria are no longer met.

Section 5. Removal of Committee Members. A Committee member may be removed from the Executive Committee if he or she fails to attend three (3) consecutive meetings of the Committee, or for other cause, upon the unanimous vote therefore of all the members of the Committee, except the Committee member whose removal has been proposed. Such removal will be effective at such time as the Committee may determine. The notice of any Committee meeting at which such action is contemplated will contain a notice of the proposed termination, and the Committee member whose status is being challenged will be notified thereof, in writing by the Secretary as directed by the President, at least thirty (30) days prior to the date of such meeting.

Section 6. Chair. The President will serve as Chair of the meetings of the Executive Committee. If the President is unable to attend, the President-Elect will serve as Chair.

Section 7. Meetings. Notice of a meeting must be sent to all Committee members at least seven days prior to the date on which the meeting is scheduled. The presence of at least six (6) voting members of the Executive Committee constitutes a quorum.

Section 8. Special Meetings. Special meetings of the Committee may be called by the President or by at least three (3) Committee members.

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Section 9. Place and Time of Meetings. All meetings of the Committee will be held at such time and place as the Committee may, from time to time, fix or as may be specified in the notice of the meeting.

## **ARTICLE VI.**

### **Officers**

Section 1. Officers and Terms. The Officers of the Chapter will be a President, Immediate Past-President, President-Elect, Secretary, Secretary-Elect, Treasurer, Treasurer-Elect, Vice President of Community Services, Vice President-Elect of Community Services, Vice President of Business Partner Advisory and Vice President-Elect of Business Partner Advisory, each of whom will serve a term of one year or until his or her successor has been elected, or otherwise designated and qualified.

Section 2. Duties. The duties of the Officers will be such as their titles so indicate and as stated in the description for each Officer, or as specified by the Executive Committee.

Section 3. Vacancies. If the President is unable to complete his/her elected term of office, for any reason, the vacancy will be assumed by the Immediate Past President. If any elect position is unable to complete his/her elected term of office, for any reason, the President will convene a special meeting of the Nominating Committee within fifteen (15) days of the notice of inability to complete the term to present a qualified candidate for the vacant elect position from the Chapter's membership in the instance where the Annual Election has taken place, the incoming elect will immediately assume the vacant position.

Section 4. Newly elected officers shall assume the responsibilities of office no later than April 1.

Section 5. Change in Membership Status. In the event that a current member of the Executive Committee experiences a change in membership status from Regular to Associate Member, the member may fulfill his/her term, provided all other qualifying criteria for service on the Executive Committee are met.

## **ARTICLE VII.**

### **Nominations and Election**

Section 1. Eligibility and Qualifications. Candidates for officer in the Chapter must be current members of the Association of Legal Administrators and must have been a member of the Chapter for at least one (1) year at the time of election.

Section 2. Timeline of Nominations and Election. By June 15 an announcement will be circulated to the membership soliciting nominations for the officer positions and for serving on the nominating committee. The Nominating Committee will be presented to the Executive Committee no later than the July Executive Committee Meeting. Within seven (7) days of the Executive Committee approval, the Nominating Committee will be announced to the Membership. The slate of officers will be presented to the Executive Committee no later than the October Executive Committee Meeting. Within seven (7) days of the Executive Committee approval, the approved slate of officers will be announced to the Membership. Voting by the membership on the slate of officers will commence no later than November 1st and will conclude no more than seven (7) days prior to the Annual Meeting In December.

Section 3. Nominations and Election. The Nominating Committee will consist of five (5) members, chaired by the Immediate Past President, and including four (4) Non-Executive Committee members, and announced to the membership at least three (3) months prior to the annual meeting. The term of the members of the Nominating Committee is one year. The criteria for participating on the Nominating Committee will be as follows:

- a former member of the full Leadership Team, prior Executive Committee member, Chair or Co-Chair, or
- an active member of a Capital Chapter Committee or Section.

Additional nominations may be made after submission of the Nominating Committee's Report by filing a petition with the Secretary of the Chapter at least thirty (30) days in advance of the Annual Meeting and signed by at least ten percent (10%) of the Regular members of the Chapter in good standing, nominating a person qualified for any of the offices listed in Section 1 of Article VI. Only nominations made in this manner may be considered in the elections held at each Annual Meeting.

The Secretary will prepare a ballot containing the report of the Nominating Committee and such other nominations as are made under Section 3. A. of this Article. Ballots will be sent to Regular members of the Chapter at least 15 days before the Annual Meeting electronically. Members will vote online and all voting will conclude 72 hours before the Annual meeting.

Section 4. Notices, Reports and Petitions. All notices, reports, and petitions filed with the Secretary pursuant to this Article will be made available to the Chapter membership. The President will cause such additional publications of such notices, reports, and petitions to be made as may be practical and as deemed appropriate.

## **ARTICLE VIII.**

### **Meetings of Members**

Section 1. Annual Meeting. The Annual Meeting of the Chapter will be held in December of each year with such program and order of business as the Executive Committee may arrange.

Section 2. Special Meetings. Special meetings of the members of the Chapter may be called at any time by the President and must be called, upon the written request to the President, of five (5) or more members. At such special meetings, no business will be transacted except that which will have been specified in the notice of such meeting, unless unanimous consent is obtained from the members present there to transact other business.

Section 3. Notice of Meetings. Notice of all meetings will state the place, date and hour of such meetings and will be delivered herein, notices will be given no less than five (5) nor more than thirty (30) days before the date of such meeting.

Section 4. Voting. A majority vote of the Regular members attending a properly convened meeting is required to approve any action unless otherwise specified herein.

## **ARTICLE IX.**

### **Committees and Sections**

The Executive Committee may, by resolution, designate such standing committees or sections for such purposes and having such powers as it may determine, and the President may appoint the Chair and members of all such committees or sections. The President, President-Elect and Immediate Past President will be ex-officio members of all committees and sections, except as otherwise specified.

## **ARTICLE X.**

### **Limitation of Liability**

No Executive Committee member or other Chapter Committee or Section members, agent or employee of the Chapter, will be liable for the act or failure of any other such person or organization. Any person made a party to or threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or she is or was an Executive Committee member or member of any other Chapter Section or Committee may be indemnified by the Chapter against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, or in connection with any appeal therein, except as to matters to which such Executive Committee member or any other Chapter Section or Committee member is guilty of

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negligence or misconduct in the performance of his or her duties. Such indemnification will not be deemed exclusive of any other rights of indemnification to which such Executive Committee member or member of any other Chapter Section or Committee may be entitled apart from these By-Laws.

The Chapter may purchase and maintain insurance on behalf of any person who is or was an Executive Committee member or Chapter Committee Chair or Co-Chair against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability.

#### **ARTICLE XI. Amendments**

These By-Laws may be amended by majority vote of the Regular members present and voting at any Chapter meeting or through electronic or fax vote, provided that any proposed By-Law amendment will be distributed to the Chapter membership for their review at least 7 days in advance of meeting or electronic or fax vote.

#### **ARTICLE XII. Dissolution**

The Chapter may be dissolved by a resolution adopted by a majority of the Membership. In the event of dissolution of the Chapter, the Executive Committee or a committee appointed by the Executive Committee will be responsible for its liquidation. In case of dissolution of the Chapter, the Executive Committee will authorize the payment of all indebtedness, and any remaining funds, investments and other assets of the Chapter will be distributed to such organizations which are then qualified as exempt within the meaning of Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 or of corresponding provisions of then existing federal revenue laws, but only if the purposes and objectives of the receiving organization are similar to the purposes and objectives of the Chapter as may be determined by majority vote of the then members of the Chapter.

Amended: September 3, 2013 .

The Capital Chapter of the Association of Legal Administrators, Inc. is incorporated in the District of Columbia as a Section 501(c)(6) Professional Trade Association under the Internal Revenue Code.



Barbara Mannix  
President, Capital Chapter  
The Association of Legal Administrators

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